



NORTH CAROLINA
OFFICE OF THE GOVERNOR

MEMORANDUM

Luncheon with Southern Company Executives

TO: Kristi Jones
FROM: Stephen Bryant
SUBJECT: Event Brief and Run of Show
COPY: Carol Young, Eric Wilson

EVENT DATE: Monday, July 10th

GOVERNOR'S ARRIVAL / DEPARTURE TIME: 11:30 AM – 12:45 PM

EVENT DETAILS

Name of Event:	Lunch at Mansion
Event Begin & End Time:	11:30am – 12:45pm
Location:	Executive Mansion
On-site contact:	David Robinson, 919-733-3871
Attendees:	Jim Kerr, Larry Thompson & Chris Womack
Governor's Staff Attendees:	Stephen Bryant
Will the Governor speak?	No

BACKGROUND

The Governor is scheduled to have lunch with Jim Kerr, Larry Thompson and Chris Womack. Jim and Chris are employees of Southern Company and Larry Thompson serves on Southern's Board of Directors. The Governor knows all three individuals and their bios are below. Potential topics of conversation are:

- Utilities industry in general and issues facing it. Southern Company does not operate in NC but did acquire AGL Resources which is involved in the ACP pipeline in eastern NC along with Dominion and Duke Energy.
- Pepsi, Inc and how the company is doing.
- First six months into his governorship.
- Economic Development in NC and state's Southern operates in

BIOGRAPHIES

Larry Thompson – Lead Independent Director

Larry D. Thompson has served on the University of Georgia School of Law's faculty as the holder of the John A. Sibley Chair of Corporate and Business Law since 2011, noting he was on a leave of absence from June 2012 through 2014. He is presently a member of the Faculty Division of the law school's Dean Rusk International Law Center Council.

Thompson first retired from PepsiCo in May 2011. In June 2012, he rejoined the company as executive vice president, government affairs, general counsel and corporate secretary. His responsibilities included leading PepsiCo's worldwide legal function, as well as its global government affairs and public policy group and its global citizenship and sustainability team. Thompson again retired from PepsiCo in December 2014.

Thompson has extensive leadership experience in both the public and private sectors. In 2001, Thompson was confirmed by the U.S. Senate as deputy attorney general of the United States. As deputy attorney general, Attorney General John Ashcroft named Thompson in 2002 to lead the Department of Justice's National Security Coordination Council. Also in 2002, President George W. Bush named Thompson to head the government-wide Corporate Fraud Task Force.

From 1982 to 1986, he served as U.S. attorney for the Northern District of Georgia where he led major political corruption and drug trafficking prosecutions brought by the U.S. Attorney's Office. As U.S. attorney, Thompson also led the Southeastern Organized Crime Drug Enforcement Task Force.

Thompson has held other significant leadership positions in the public sector. In 1995, he was named independent counsel for the Department of Housing and Urban Development Investigation. In 2000, he was selected by the U.S. Congress to chair the bi-partisan Judicial Review Commission on Foreign Asset Control.

In the private sector, in addition to his leadership roles at PepsiCo, Thompson was a partner in the Atlanta law firm of King & Spalding. He was the founding co-chair of the firm's special matters and government investigations practice.

Thompson has received numerous awards for his professional achievements, including the Edmund Jennings Randolph Award for outstanding contributions to the accomplishment of the Department of Justice's mission, the Outstanding Litigator Award from the Federal Bar Association and a Honorary Doctor of Laws degree from Pace University in New York. He has also been recognized by Atlanta's Gate City Bar Association as a member of its hall of fame.

Thompson is an elected Fellow of the American Board of Criminal Lawyers. In 2014, *Ethisphere* magazine recognized him by noting that as "the outgoing General Counsel of one of the world's most well-recognized corporations [Thompson] has set the bar high for GC's everywhere. [His] background in both public and private sectors earned him the trust and respect of his peers worldwide as he demonstrated how ethics and integrity are essential components of business success."

In 2004, Thompson served as a Senior Fellow with the Brookings Institution in Washington, D.C.

James Y. (Jim) Kerr II Executive Vice President, General Counsel and Chief Compliance Officer • Southern Company

Jim Kerr is executive vice president, general counsel and chief compliance officer for Atlanta-based Southern Company, one of America's largest energy providers. As the senior legal officer of the company, he leads the Office of the General Counsel, which includes the company's legal, corporate governance, audit and compliance functions. He also cochairs Southern Company's internal business assurance council and serves in other risk management roles.

Before joining Southern Company, Kerr was a partner at McGuireWoods LLP and senior advisor at McGuireWoods Consulting LLC. While there, he demonstrated his deep knowledge of federal and state energy policy and regulations as he represented utilities in base rate, fuel case and facility certification proceedings. Kerr has also been active in other electric utility matters, including transmission and generation siting and development, environmental regulation, energy efficiency and smart grid.

Kerr was a member of the North Carolina Utilities Commission, which regulates the rates and services of all public utilities in the state, for eight years. He served as president of the National Association of Regulatory Utility Commissioners from 2007 to 2008 and president of the Southeastern Association of Regulatory Utility Commissioners from 2002 to 2003.

Kerr's years of experience in the energy regulatory arena specifically include representing natural gas, vertically integrated electric and transmission-only utilities in obtaining state and federal approvals of mergers, acquisitions and divestitures; representing electric utilities in base rate, fuel clause, complaint investigation and facility certification proceedings before state utility commissions; developing and implementing state legislation involving utility regulation, transmission and generation siting and development, installation and cost recovery of environmental controls and renewable portfolio standards and goals; and direct involvement in adopting and implementing federal legislation and policy.

Kerr's involvement in the community includes serving on the Georgia Aquarium board of directors and actively supporting the literacy organization Page Turners Make Great Learners. He also serves on the board of visitors for the University of North Carolina at Chapel Hill, as well as the board of visitors for the university's Institute for the Environment.

He earned a bachelor's degree, cum laude, from Washington and Lee University and a juris doctorate degree, with honors, from the University of North Carolina School of Law. Kerr and his wife, Frances, have two children.

Chris Womack Executive Vice President and President, External Affairs • Southern Company

Chris Womack is executive vice president and president of external affairs for Southern Company, one of America's largest energy providers. In this role, Womack directs the company's public policy strategies and oversees the company's federal and state governmental and regulatory affairs, corporate communication initiatives and other external engagements.

Womack joined Southern Company in 1988. He has held a number of leadership positions within Southern Company and its subsidiaries. He has served as executive vice president of external affairs at Georgia Power and senior vice president and senior production officer of Southern Company Generation, where he was responsible for coal, gas, and hydro generation for Georgia Power and Savannah Electric. Womack also served as senior vice president of human resources and chief people officer at Southern Company, as well as senior vice president of public relations and corporate services at Alabama Power.

Prior to joining Southern Company, Womack worked for the U.S. House of Representatives as a legislative aide to Leon Panetta and as staff director for the Subcommittee on Personnel and Police, for the Committee on House Administration.

Womack is an active civic leader. He has chaired the Atlanta Convention and Visitors Bureau board and the Atlanta Sports Council. He currently serves as a board member of the East Lake Foundation, The First Tee, the National Center for Civil and Human Rights and Western Michigan University Foundation.

He has received numerous honors, including the Johnny Morrow Endowment Foundation "Man of the Year" (1996); SCLC Leadership Award (1998); Distinguished Alumni, Western Michigan University (2003); Black Enterprise 100 Most Powerful Executives in Corporate America (2012) and Black Enterprise Magazine's 75 Most Powerful Blacks in Corporate America (2005). He also received the Boy Scouts of America Whitney M. Young Award for Public Service (2007); the Boy Scouts of America Silver Beaver Award (2010); and the Black Enterprise/ Porsche Intelligent Performers Award (2010) and the National Award of Merit from Alpha Phi Alpha (2011).

A native of Greenville, Alabama, he holds a bachelor's degree from Western Michigan University and a master's degree in public administration from The American University. He completed the Stanford Executive Program in 2001

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